

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ARNOLD WANDEL, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

HERBERT W. BOYER, Ph.D., WILLIAM
M. BURNS, ERICH HUNZIKER, Ph.D.,
JONATHAN K.C. KNOWLES, Ph.D.,
ARTHUR D. LEVINSON, Ph.D., DEBRA
L. REED, CHARLES A. SANDERS, M.D.,
GENENTECH, INC., and ROCHE
HOLDING AG,

Defendants.

CASE NO. C 08-03543 (SC)

**STIPULATION AND [PROPOSED]
ORDER EXTENDING DATE FOR
CASE MANAGEMENT CONFERENCE**

DATE: November 21, 2009
TIME: 10:00 a.m.
CRTRM: 1, 17th Floor
JUDGE: Hon. Samuel Conti

[Caption Continued On Next Page]

1 JOHN P. McCARTHY PROFIT SHARING)
2 PLAN, individually and on behalf of all Others)
3 similarly situated,)

4 Plaintiff,)

5 v.)

6 GENENTECH, INC., ROCHE HOLDING,)
7 LTD. ROCHE HOLDINGS, INC., ROCHE)
8 HOLDING AG, ARTHUR D. LEVINSON,)
9 HERBERT W. BOYER, WILLIAM M.)
10 BURNS, ERICH HUNZIKER, JONATHAN)
11 K.C. KNOWLES, DEBRA L. REED, AND)
12 CHARLES SANDERS)

13 Defendants.)

CASE NO. CV 08-3720 (SC)

14 ERNEST GOTTDIENER, on behalf of himself)
15 and all others similarly situated,)

16 Plaintiffs,)

17 v.)

18 ARTHUR D. LEVINSON, Ph.D., CHARLES)
19 A. SANDERS, M.D., JONATHAN K.C.)
20 KNOWLES, Ph.D., WILLIAM M. BURNS,)
21 ERICH HUNZIKER, Ph.D., HERBERT W.)
22 BOYER, Ph.D., DEBRA L. REED,)
23 GENENTECH, INC. and ROCHE HOLDING)
24 AG,)

25 Defendants.)
26)
27)
28)

CASE NO. CV 08-3753 (SC)

1 WHEREAS, Plaintiff Arnold Wandel filed a Complaint on July 23, 2008 against
2 Defendants Herbert W. Boyer, Ph.D., William M. Burns, Erich Hunziker, Ph.D., Jonathan K.C.
3 Knowles, Ph.D., Arthur D. Levinson, Ph.D., Debra L. Reed, Charles A. Sanders, M.D.,
4 Genentech, Inc., and Roche Holding AG ("*Wandel* action");

5 WHEREAS, Plaintiff John P. McCarthy Profit Sharing Plan filed a Complaint on August
6 4, 2008 against Defendants Genentech, Inc., Roche Holding, LTD, Roche Holdings, Inc., Roche
7 Holding AG, Arthur D. Levinson, Herbert W. Boyer, William M. Burns, Erich Hunziker, Jonathan
8 K.C. Knowles, Debra L. Reed, and Charles Sanders ("*McCarthy Plan* action");

9 WHEREAS, Plaintiff Ernest Gottdiener filed a Complaint on August 5, 2008 against
10 Defendant Arthur D. Levinson, Ph.D., Charles A. Sanders, M.D., Jonathan K.C. Knowles, Ph.D.,
11 William M. Burns, Erich Hunziker, Ph.D., Herbert W. Boyer, Ph.D., Debra L. Reed, Genentech,
12 Inc., and Roche Holding AG ("*Gottdiener* action");

13 WHEREAS, on August 22, 2008, the Court determined that the *Wandel* and *McCarthy*
14 *Plan* actions are related actions; and on September 15, 2008, the Court determined that both of the
15 aforementioned actions are related to the *Gottdiener* action;

16 WHEREAS, the Court set the initial case management conferences in these three related
17 cases for November 21, 2008 at 10:00 a.m.;

18 WHEREAS, the claims in these three related actions all arise out of Roche Holdings, Inc.'s
19 July 21, 2008 proposal to acquire Genentech, Inc. for \$89.00 per share ("*Roche* proposal");

20 WHEREAS, Genentech, Inc. appointed a special committee to consider the Roche
21 proposal ("*Genentech Special Committee*");

22 WHEREAS, on August 13, 2008, the Genentech Special Committee unanimously
23 concluded that Roche's proposal to acquire all of the shares of Genentech not owned by Roche for
24 \$89.00 per share substantially undervalues Genentech and, therefore, the Special Committee does
25 not support the proposal;

26 WHEREAS, on November 3, 2008, pursuant to the parties' stipulation, the Court ordered
27 that the initial case management conferences be rescheduled for January 23, 2009 at 10:00 a.m.;

28

1 WHEREAS, based on the fact that Roche has not made any other offer, the undersigned
2 parties believe that the date for the initial case management conference should be extended;

3 WHEREAS, no defendant, by agreeing to this stipulation, waives any right to object to
4 service or the jurisdiction of this Court.

5 IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned, subject
6 to approval of the Court, as follows:

7 1. The initial case management conference set in these related actions is extended
8 from January 23, 2008 to March 20, 2009 at 10:00 a.m.;

9 2. The parties shall file a joint case management statement on March 13, 2009;

10 3. The parties shall file an ADR Certification signed by Parties and Counsel by
11 February 27, 2009;

12 4. The parties shall file either a Stipulation to ADR Process or Notice of Need for
13 ADR Phone Conference by February 27, 2009.

14 DATED: December 15, 2008

WOLF HALDENSTEIN ADLER
FREEMAN & HERZ LLP
FRANCIS M. GREGOREK
BETSY C. MANIFOLD
RACHELE R. RICKERT

17
18 /s/ Betsy C. Manifold
BETSY C. MANIFOLD

19 750 B Street, Suite 2770
20 San Diego, CA 92101
21 Telephone: 619/239-4599
Facsimile: 619/234-4599

22 LAW OFFICES OF MARC S. HENZEL
23 MARC S. HENZEL
24 273 Montgomery Avenue, Suite 202
Bala Cynwyd, PA 19004
25 Telephone: 610/660-8000
Facsimile: 610/660-8080

26 Attorneys for Plaintiff Arnold Wandel
27
28

1 DATED: December 15, 2008

SPECTOR, ROSEMAN KODROFF
& WILLIS, P.C.
ROBERT M. ROSEMAN
JAY COHEN
ANDREW ABRAMOWITZ
RACHEL E. KOPP

5
6 /s/ Andrew D. Abramowitz
ANDREW D. ABRAMOWITZ

7 1818 Market Street, Suite 2500
8 Philadelphia, PA 19103
Telephone: 215/496-0300
9 Facsimile: 215/496-6611

10 and

11 LEVY, RAM & OLSON
MICHAEL F. RAM
12 639 Front Street, 4th Floor
San Francisco, CA 94111
13 Telephone: 415/433-4949
Facsimile: 415/433-7311

14 Attorneys for Plaintiffs John P. McCarthy Profit
15 Sharing Plan, Class Members, and all others
16 similarly situated

17 DATED: December 15, 2008

KAPLAN, FOX & KILSHEIMER, LLP
LAURENCE D. KING

19 /s/ Laurence D. King
20 LAURENCE D. KING

21 350 Sansome Street, Suite 400
San Francisco, CA 94104
22 Telephone: 415/772-4700
Facsimile: 415/772-4707

23 and

24 BULL & LIFSHITZ, LLP
25 PETER D. BULL
JOSHUA M. LIFSHITZ
26 18 East 41st Street
New York, NY 10017
27 Telephone: 212/213-6222
Facsimile: 212/213-9405

28 Attorneys for Plaintiff Ernest Gottdiener

1 DATED: December 15, 2008

WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION

3 /s/ Ignacio E. Salceda

4 IGNACIO E. SALCEDA

5 650 Page Mill Road
6 Palo Alto, CA 94304-1050
7 Telephone: 650/493-9300
8 Facsimile: 650/565-5100

9 Attorneys for Defendants Genentech, Inc.
10 and Arthur D. Levinson

11 DATED: December 15, 2008

DAVIS POLK & WARDWELL

12 /s/ Neal A. Potischman

13 NEAL A. POTISCHMAN

14 1600 El Camino Read
15 Menlo Park, CA 94025
16 Telephone: 650/752-2000
17 Facsimile: 650/752-2111

18 Attorneys for Defendant Roche Holdings, Inc.

19 DATED: December 15, 2008

LATHAM & WATKINS LLP
PAUL H. DAWES
ANDREW M. FARTHING

20 /s/ Paul H. Dawes

21 PAUL H. DAWES

22 140 Scott Drive
23 Menlo Park, CA 94025
24 Telephone: 650/328-4600
25 Facsimile: 650/463-2600

26 Attorneys for Special Committee Defendants
27 Herbert W. Boyer, Ph.D., Debra L. Reed and
28 Specially Appearing Defendant Charles A.
Sanders, M.D.

ORDER

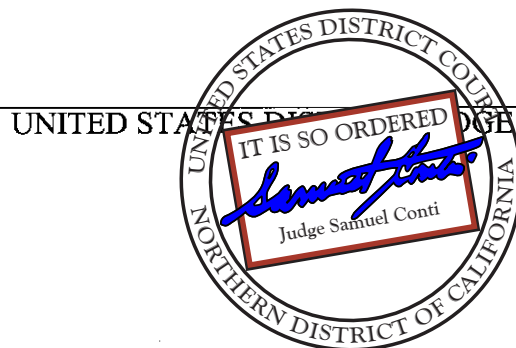
PURSUANT TO STIPULATION, IT IS ORDERED that initial case management conference set in these three related cases is now set for March 20, 2009 at 10:00 a.m.

IT IS FURTHER ORDERED that the parties shall file a joint case management statement on March 13, 2009.

IT IS FURTHER ORDERED that the parties shall file an ADR Certification signed by Parties and Counsel by February 27, 2009.

IT IS FURTHER ORDERED that the parties shall file either a Stipulation to ADR Process or Notice of Need for ADR Phone Conference by February 27, 2009.

DATED: 12/17, 2008



CERTIFICATE OF SERVICE BY MAIL

I, Elizabeth J. Blackey, declare:

I am employed in Santa Clara County, State of California. I am over the age of 18 years and not a party to the within action. My business address is Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road, Palo Alto, California 94304-1050.

On this date, I served:

STIPULATION AND [PROPOSED] ORDER EXTENDING DATE FOR CASE MANAGEMENT CONFERENCE

☒ By placing the document(s) in a sealed envelope for collection and mailing with the United States Postal Service on this date to the following person(s):

Lawrence Portnoy
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
Tel: (212) 450-4000
Fax: (212) 450-3800

Paul H. Dawes
Latham & Watkins, LLP
140 Scott Drive
Menlo Park, CA 94025
Tel: (650) 328-4600
Fax: (650) 463-2600

Robert M. Roseman
Andrew Abramowitz
**Spector Roseman Kodroff
& Willis, P.C.**
1818 Market St., Suite 2500
Philadelphia, PA 19103
Tel: (215) 496-0300
Fax: (215) 496-6611

Marc S. Henzel
Law Offices of Marc S. Henzel
273 Montgomery Ave., Suite 202
Bala Cynwyd, PA 19004
Tel: (610) 660-8000
Fax: (610) 660-8080

Joshua M. Lifshitz
Peter D. Bull
Bull & Lifshitz, LLP
18 East 41st Street
New York, NY 10017
Tel: (212) 213-6222
Fax: (212) 213-9405

I am readily familiar with Wilson Sonsini Goodrich & Rosati's practice for collection and processing of documents for delivery according to instructions indicated above. In the ordinary course of business, documents would be handled accordingly.

1 I declare under penalty of perjury under the laws of the State of California that the
2 foregoing is true and correct. Executed at Palo Alto, California on December 17, 2008.

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4 /s/ Elizabeth J. Blackey
Elizabeth J. Blackey
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